

FORM B

INSURANCE HOLDING COMPANY SYSTEM ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the State of _____

BY

Name of Registrant

On Behalf of Following Insurance Companies

Name	Address
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_____	_____
_____	_____
_____	_____
_____	_____

Date: _____, 20__

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

ITEM 1. IDENTITY AND CONTROL OF REGISTRANT

Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"), the home office address and principal executive offices of each; the date on which each registrant became part of the insurance holding company system; and the method(s) by which control of each registrant was acquired and is maintained.

ITEM 2. ORGANIZATIONAL CHART

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system, including all ultimate controlling persons (whether such persons are individuals, groups of individuals or organizations). No affiliate need be shown if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding \$1,000,000. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of control. As to each person specified in the chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. THE ULTIMATE CONTROLLING PERSON

As to the ultimate controlling person in the insurance holding company system furnish the following information:

- (a) Name;
- (b) Home office address;
- (c) Principal executive office address;
- (d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.;
- (e) The principal business of the person;
- (f) The name and address of any person who holds or owns or has the right to acquire 10% or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned; for a mutual insurer, the name and address of any person who holds or owns 10% or more of the mutual insurer's surplus through surplus notes, guarantee fund certificates or other evidence of indebtedness;
- (g) If court proceedings involving a reorganization or liquidation are pending, for any ultimate or intermediate controlling person, indicate the title and location of the court, the nature of proceedings and the date when commenced.

ITEM 4. BIOGRAPHICAL INFORMATION

Furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past 5 years, and any conviction of crimes other than minor traffic violations during the past 10 years. If the ultimate controlling person is an individual, information shall be supplied for the highest intermediate controlling person which is a business entity (corporation, partnerships, trust, etc.)

ITEM 5. TRANSACTIONS AND AGREEMENTS

Briefly describe the following agreements in force, and transactions currently outstanding or which have occurred during the last calendar year between the registrant and its affiliates:

List all headings (a) through (i); if no transaction has occurred or is outstanding, enter "none" under the appropriate heading.

- (a) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;
- (b) Purchases, sales or exchanges of assets;
- (c) Transactions not in the ordinary course of business;
- (d) Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the registrant's business;
- (e) All management agreements, service contracts and all cost-sharing arrangements;
- (f) Reinsurance agreements;
- (g) Dividends and other distributions to shareholders;
- (h) Consolidated tax allocation agreements; and
- (i) Any pledge of the registrant's stock and/or the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material for purposes of Section 1326 of the Act.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving $\frac{1}{2}$ of 1% or less of the registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to the transaction, and relationship of the affiliated parties to the registrant.

For the first year subsequent to the execution of any agreement or contract listed above, a copy of the signed agreement or contract shall be attached to the Form B as an appendix.

ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the ultimate or intermediate controlling person or any of its directors or executive officers was a party or of which the property of any such person is or was the subject, or to which any insurer affiliate is or was the subject; give the names of the parties and the court or agency in which the litigation or proceeding is or was pending:

- (a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and
- (b) Proceedings which may have a material effect upon the solvency or capital structure of the ultimate or intermediate holding company or an insurer affiliate including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.
- (b) If a person ultimately or intermediately controlling the insurer is registered on a national stock exchange or is otherwise required to make periodic reports to the United States Securities and Exchange Commission or the government of the United States or of any foreign nation or jurisdiction regulating the financial condition of that person, the insurer shall file copies of such reports as an appendix.
- (c) The financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

Such financial statements may be prepared on either an individual company basis; or, unless the Commissioner otherwise requires, on a consolidated basis with consolidating work sheets if consolidated statements are prepared in the usual course of business. Such financial statements shall be filed no later than June 1 for the immediately proceeding year, notwithstanding the May 1 due date for all other Form B information. In such cases, Item 8(a) shall indicate that the financial statement is not attached, but will be forwarded by June 1.

Unless the Commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that the statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the ultimate controlling person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the Annual Statement of the insurer filed with the insurance department of the insurer's domiciliary state and

are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of that state.

- (d) If the person or persons ultimately controlling the insurer is an individual or group of individuals who do not meet the exemption criteria of Section 1325(3), that person shall be required to file under oath on a form provided by the Commissioner information disclosing the financial position of that person. The form for financial statements for individuals who are ultimate controlling persons is provided in Exhibit A to the Form B, attached. Financial statements of individuals who are ultimate controlling persons shall be filed no later than June 1 for the immediately preceding year, notwithstanding the May 1 due date for all other Form B information. In such cases, Item 8(a) shall indicate that the statement is not attached, but will be forwarded by June 1.
- (e) If the person or persons ultimately controlling the insurer is an individual or group of individuals, the audited financial statements of the highest intermediate controlling person who is a business entity (corporation, partnership, etc.) must be submitted with the Form B. The audited financial statements shall be as of the most recent fiscal year. Such audited statements shall be filed no later than June 1 for the immediately preceding year, notwithstanding the May 1 due date for all other Form B information. In such cases, Item 8(a) shall indicate that the statement is not attached, but will be forwarded by June 1.
- (f) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person or, if the ultimate controlling person is an individual, the annual report and proxy statement of the highest intermediate controlling person which is a business entity; and any additional documents or papers required by Form B or by Sections 4 and 6 of these forms and instructions.

ITEM 9. FORM C REQUIRED

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

ITEM 10. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this annual registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the day _____ of _____, 20__

(Seal) _____
Name of Registrant

BY: _____
(Name)(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached annual statement dated _____, 20____, for an don behalf of (Name of Registrant) ; that she or he is the (Title of Officer) of such company and on that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

(Signature)_____

(Type or print name beneath)_____

If an individual or group of individuals is the registrant's ultimate controlling person, the Form B shall include a signature by the ultimate controlling person(s).

**Instructions for Preparing
Personal Financial Statements
For Ultimate Controlling Persons
Of
Insurance Companies**

General

These instructions and forms are provided pursuant to Section 1325(3), which states:

If the person or persons ultimately controlling the insurer is an individual or group of individuals or is a person not required to make reports described in subsection (2), that person shall be required to file under oath with the Commissioner on a form provided by the Commissioner information disclosing the financial position of that person. A person who knowingly misrepresents the financial information provided to the commissioner shall be guilty of a felony and, upon conviction, shall be punished by a fine not to exceed \$5,000.00 or by imprisonment for a term not to exceed 5 years, or by both such fine and imprisonment in the discretion of the court. The ultimate controlling person or persons shall not be required to file a financial position form if either:

- (a) There has not been a change of control of the insurer for a minimum of 5 years and the insurer maintains a minimum surplus amount of \$25,000,000.00 if the insurer has achieved at least an "A" rating by the A.M. Best company or maintains a minimum surplus of \$75,000,000.00 if the insurer has achieved at least an "A-" rating by the A.M. Best company.
- (b) The Commissioner accepts the filing made by the ultimate controlling person of the periodic reports that are filed by a person who is an intermediary member within the insurance holding company system between the insurer and the individual or group of individuals controlling the insurer, with the United States securities and exchange commission or other instrumentality of a state or the government of the United States or any foreign nation or jurisdiction regulating the financial conduct of the person.

The first year personal financial statements are prepared, the statements may be for one year and present only the statement of financial condition. For the second year and subsequent years, the financial statements must be comparative (current year and prior year) and must include both a statement of financial condition (balance sheet) and a statement of changes in net worth.

Generally, the assets should be presented at cost and the liabilities should present the total amount owed. Assets could be presented at current value if adequate documentation can be supplied to support the value. For example, assets may be presented at their estimated current value if the amount can be supported by an appraisal, published price, or similar documentation. If independent documentation is not available, the asset must be presented at cost. Each asset greater than 5% of net worth should be reported as a separate line item.

Assets or liabilities are considered material if equal to or greater than 5% of net worth.

The first footnote to the financial statement should describe the individual(s) covered by the financial statement, and describe the basis of presentation.

Investments in marketable securities. An asset is considered a marketable security if it is traded on one of the securities exchanges or over the counter. For all investments greater than 5% net worth, list the name of the company and its cost. Alternatively, the asset could be reported at its estimated current value. (The current value equals the number of shares multiplied by the market price quoted in the stock section of the newspaper.)

Investments in closely held companies. The statement of financial condition should report the original cost of the asset unless the financial statements of the closely held company are audited.

If the closely held company prepares audited financial statements, the investment may be valued at the net book value (net worth) from recently audited financial statements of the closely held company times the ownership percentage. List the following for each investment greater than 5% of net worth:

The name of the company, the percentage ownership, the nature of the business. Also, give summarized financial information about assets, liabilities and results of operations for the most recent year based on the financial statements of the business, including information about the basis of presentation (for example, generally accepted accounting principles, income tax basis, or cash basis) and any significant loss contingencies.

Alternatively, the value of the closely held investment may be presented at its estimated current value. The individual must obtain an independent appraisal if reporting the investment at its estimated current value. If the value of the investment is based on an independent appraisal, briefly describe the method of valuation used by the appraiser.

Real estate. Real estate should be reported at cost plus the cost of improvements and be identified as personal residence, vacation home, and/or other (investments). Provide the following information for each investment greater than 5% of net worth:

1. location, (city, state)
2. year acquired
3. state equalized value (or comparable value)

Alternatively, the real estate may be reported at its estimated current value. The individual must obtain an independent appraisal if reporting the investment at its estimated current value. If the value of the investment is based on an independent appraisal, briefly describe the method of valuation used by the appraiser. Provide the following information for each investment greater than 5% of net worth:

1. location, (city, state)
2. year acquired
3. cost
4. current estimated value
5. method of valuation (example: assessed value)

Life Insurance. The cash value of life insurance may be reported. Identify the amount, and type of policy.

Personal property. The footnote should disclose household furnishings separate from jewelry, furs and fine arts.

Write-in assets. Provide detail in a footnote to the financial statement.

Credit card debt. The total balance outstanding should be reported.

Mortgages. The total balance outstanding should be reported. Disclose the monthly (or other) installment, interest rate, and maturity date for each material balance outstanding. The property subject to the mortgage should be identified for each material amount.

Other liabilities. Income taxes payable and other amounts due should be reported and material amounts described in the footnotes.

Contingent liabilities. Report as a liability if the liability is likely and reasonably estimable. In all instances, describe the contingent liability in the footnotes.

Estimated income taxes. Estimate the amount of income tax payable for the year.

Write-in Liabilities. Provide detail in a footnote to the financial statement.

Oath of Ultimate Controlling Person. Provide a signed oath in the format provided.

Alternatively, the statements may be presented in accordance with generally accepted accounting principles. Guidance on the presentation of personal financial statements is contained in the Personal Financial Statements Guide (Guide) issued by the American Institute of Certified Public Accountants (AICPA) and the literature, statement of position, and pronouncements upon which the Guide is based. If the Guide, literature, statement of position, and/or pronouncements are revised, amended, or updated after the issuance of these forms and instructions, the latest version should be used. (The specific references in this paragraph are not intended to be all inclusive. All applicable authoritative literature is incorporated by this reference.)

(NAME)

STATEMENT OF FINANCIAL CONDITION

(DATE)

ASSETS

	CY	PY
Cash		
Amounts Receivable		
Individual Retirement Accounts And 401K plans		
Investments in Marketable Securities		
Investments – list each Closely Held Business		
Real Estate		
Cash Value of Life Insurance		
Automobiles		
Personal Property		
Write-in assets		
Total Assets		

LIABILITIES

	CY	PY
Installment Loans		
Credit Cards Debt		
Automobile Loan Payable		
Mortgages on Real Estate		
Outstanding Balance of Noncancellable Commitments		
Income Tax Payable		
Contingent liabilities (describe in footnote)		
Total Liabilities		
Estimated Income Taxes		
Net Worth (total assets less liabilities and estimated tax effect)		
Total Liabilities and Net Worth		

(NAME)

STATEMENT OF CHANGES IN NET WORTH

For the years ended -----

	CY	PY
Realized increases in net worth		
Salary and bonus		
Dividends and interest income		
Distribution from limited partnerships		
Gains on sales of marketable securities		
Other (describe in footnote)		
Total realized increases in net worth		
Realized decreases in net worth		
Income taxes		
Interest expense		
Real estate taxes		
Personal expenditures		
Other (describe in footnote)		
Total realized decreases in net worth		
Net realized increase (decrease) in net worth		
If applicable:		
Unrealized increases in net worth		
Marketable securities		
Unrealized decreases in net worth		
Estimated income taxes on the differences between the estimated current values of assets and the estimated current amounts of liabilities and their tax bases		
Net unrealized increase (decrease) in net worth		
Net increase in net worth		
Net worth at the beginning of year		
Net worth at the end of year		

OATH OF ULTIMATE CONTROLLING PERSON

STATE OF Michigan

COUNTY OF _____

I, _____, an ultimate controlling person of _____
(insurer) being duly sworn under oath, state that I have personally reviewed the attached personal financial
statements dated as of _____, 20____ and certify pursuant to Section 1325(3)
that the information contained therein is current, complete and true.

Signature

Subscribe and sworn to before me
this _____, day of _____, 20____

(Notary Public)

_____, County, Michigan

My Commission expires: _____